



**Office of the Secretary of State
Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697**

APPLICATION FOR CERTIFICATE OF WITHDRAWAL

Pursuant to the appropriate provision of the Texas Business Corporation Act, the Texas Non-Profit Corporation Act or the Texas Limited Liability Company Act, the undersigned entity hereby applies for a certificate of withdrawal from the State of Texas and for that purpose submits the following statement:

- 1. The name of the entity is _____**
- 2. It is organized under the laws of _____**
- 3. It is not transacting business or conducting affairs in the State of Texas.**
- 4. It hereby surrenders its authority to transact business in Texas.**
- 5. It revokes the authority of its registered agent in the State of Texas to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in this state during the time it was authorized to transact business or conduct affairs may hereafter be made on it by service thereof on the secretary of state of Texas.**
- 6. The post office address to which the secretary of state may mail a copy of any process against the entity that may be served on the secretary of state is:**

- 7. All sums due, or accrued, by this corporation to the State of Texas have been paid, or adequate provision has been made for the payment thereof.**
- 8. If the entity is a non-profit corporation, all known creditors or claimants have been paid or provided for and the corporation is not involved in or threatened with litigation in any court in the State of Texas, or adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against it in any pending suits. If the entity is a limited liability company, all known creditors or claimants have been paid or provided for and the limited liability company is not involved in or threatened with litigation in any court in the State of Texas.**

**Authorized Officer of Corporation
Member or Manager of Limited Liability Company**

INSTRUCTIONS FOR FILING CERTIFICATE OF WITHDRAWAL

SIGNATURES: The application for a certificate of withdrawal must be executed on behalf of a business corporation or a non-profit corporation by an authorized officer and on behalf of a limited liability company by an authorized manager or member. Prior to signing, please review carefully the statements set forth in the certificate. A person commits an offense under the Texas Business Corporation Act, the Texas Non-Profit Corporation Act or the Texas Limited Liability Company Act if the person signs a document the person knows is false in any material respect with the intent that the document be delivered to the secretary of state for filing. The offense is a Class A misdemeanor.

FEE: Please submit a check or money order made payable to the secretary of state. The check or money order must be payable through a U.S. bank or other financial institution. The fee is:

Business Corporation	\$15.00
Non-Profit Corporation	\$ 5.00
Limited Liability Company	\$10.00

TAXES: All taxes must be paid prior to filing the application for certificate of withdrawal. A business corporation or limited liability company must attach certificate #05-305 from the comptroller of public accounts indicating that all taxes have been paid and the entity is in good standing for the purpose of withdrawal. Requests for certificates or questions on tax status should be directed to the Tax Assistance Section, Comptroller of Public Accounts, Austin, Texas 78774-0100; (512) 463-4600; toll-free (800) 252-1381; (TDD) (800) 248-4099.

The franchise tax year ends on December 31st. A corporation or limited liability company must be in good standing through the date of receipt of the application for certificate of withdrawal by the secretary of state. A postmark date will not be considered as the date of receipt. If December 31st falls on a Saturday, Sunday, or legal holiday, the documents must be received no later than the last business day before December 31st. It is suggested that entities seeking to withdraw prior to the end of the franchise tax year, make their submissions well in advance of such tax deadline.

SUBMISSION: Two copies of this form along with the appropriate tax certificate and filing fee should be mailed to the address shown in the heading of this form. The delivery address is James Earl Rudder Building, 1019 Brazos, Austin, Texas 78701. We will place one document on record and, *if a duplicate copy has been provided for such purpose*, return a file stamped copy. The telephone number is (512) 463-5555, TDD: (800) 735-2989, FAX: (512) 463-5709.

TERMINATION: Whenever a corporation or limited liability has ceased to exist under the laws of the state or country governing its incorporation or organization, the entity should file a statement of termination rather than this application. The termination statement should be in the form of a certificate from the secretary of state or other proper filing officer of the jurisdiction of organization evidencing that the entity has ceased to exist by reason of dissolution, merger, conversion or otherwise. The filing fee for a termination is \$15 for a corporation and \$10 for a limited liability company.